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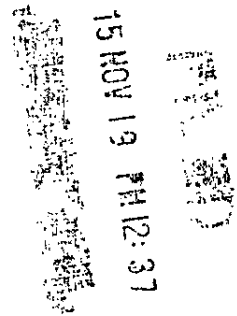
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: INTEGRATED FREIGHT CORPORATION

DOCUMENT NUMBER: P10000068160

The enclosed *Articles of Amendment* and fee are submitted for filing. Please return all correspondence concerning this matter to the following:

Henry P. Hoffman
Name of Contact Person

1806 Pass A Grille Way, #3
1806Address

St. Pete Beach, FL 33706
City/ State and Zip Code

hankhoffman73@yahoo.com

E-mail address: (to be used for future annual report notification) For further information concerning this matter, please call:

Jackson L. Morris (813) 892-5969
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

<input checked="" type="checkbox"/> \$35 Filing Fee	<input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status	<input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)	<input type="checkbox"/> \$52.50 Filing Fee & Certificate of Status Certified Copy (Additional Copy is enclosed)
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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Articles of Amendment
To
Articles of Incorporation
Of
INTEGRATED FREIGHT CORPORATION
Document Number: P10000068160

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Pursuant to §607.1006, Florida Statutes, this Florida Profit Corporation adopts the following amendment(s) to its Articles of Incorporation for the purpose of (a) confirming the number of shares of Common Stock the Corporation is authorized to issue, (b) confirming the number of shares of Series A Preferred Stock the Corporation is authorized to issue and has issued; (c) designating the preferences, limitations, and relative rights of shares of Series B Preferred Stock; (d) designating the preferences, limitations, and relative rights of Series C Preferred Stock; and (e) confirming the number of previously authorized, shares of preferred stock remaining undesignated the Corporation is authorized to issue, reserving to the board of directors pursuant to §607.0602, Fla. Stat., the power to designate the preferences, limitations, and relative rights of such preferred shares:

E. Amending Articles

Article IV Shares

The authorized shares of the Corporation are:

Two Billion (2,000,000,000) Shares of Common Stock, \$0.001 par value per share; and

Ninety Million (90,000,000) Shares of Series A Preferred Stock, each share of which will have par value of \$0.005, liquidation without preference in pari passu with Common Stock, no right to vote, no dividend, a right to convert at the option of the holder at any time into one share of Common Stock, a right to convert at the option of the Corporation beginning ten years after issue into one share of Common Stock, non-assignable and non-transferrable; and

Three Hundred (300) Shares of Series B Preferred Stock, each share of which shall have the following preferences, limitations, and relative rights –

1. Par Value Stated Value. Purpose of Issuance and Certificates. Each share of Series B Preferred Stock shall have a par value of \$0.001, and a stated value face amount of \$1,000.00 (the "Stated Value").

2. No Dividends. The shares of Series B Preferred Stock shall not be entitled to receive any dividends.

3. Liquidation Preference.

(a) In the event of any liquidation, dissolution or winding-up of the Corporation, either voluntary or involuntary, or Deemed Liquidation Event (as defined below) (collectively, a "Liquidation"), the Series B Preferred Stock then issued and outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its shareholders, whether from capital, surplus or earnings, before any payment shall be made to the holders of shares of Common Stock or upon any other series of preferred stock of the Corporation junior to the Series B Preferred Stock, an amount per share equal to the greater of (i) the

Stated Value or (ii) such amount per share as would be payable to such holders of Series B Preferred Stock had all shares of Series B Preferred Stock been converted into Common Stock pursuant to provision 4, below, immediately prior to such Liquidation. If, upon any Liquidation of the Corporation, the assets of the Corporation available for distribution to its shareholders shall be insufficient to pay the holders of shares of the Series B Preferred Stock and the holders of any other series of preferred stock with a liquidation preference equal to the liquidation preference of the Series B Preferred Stock the full amounts to which they shall respectively be entitled, the holders of shares of the Series B Preferred Stock and the holders of any other series of preferred stock with a liquidation preference equal to the liquidation preference of the Series B Preferred Stock shall receive all the assets of the Corporation available for distribution and each such holder of the Series B Preferred Stock and the holders of any other series of preferred stock with a liquidation preference equal to the liquidation preference of the Series B Preferred Stock shall share ratably in any distribution in accordance with the amounts due such series of preferred stock. After payment shall have been made on the Series B Preferred Stock of the full amount to which it shall be entitled, as aforesaid, the Series B Preferred Stock shall be entitled to no further distributions thereon and the shares of the Common Stock and of shares of any other class or series of capital stock of the Corporation shall be entitled to share, according to their respective rights and preferences, in all remaining assets of the Corporation available for distribution on capital stock.

(b) Each of the following events shall be considered a "Deemed Liquidation Event" unless the majority of the shares of the outstanding shares of Series B Preferred Stock elect otherwise by written notice sent to the Corporation prior to the effective date of any such event: (i) merger or consolidation in which the Corporation is a constituent party or a subsidiary of the Corporation is a constituent party, except any such merger or consolidation involving the Corporation or a subsidiary in which the shares of capital stock of the Corporation outstanding immediately prior to such merger or consolidation continue to represent, or are converted into or exchanged for shares of capital stock that represent, immediately following such merger or consolidation, at least a majority, by voting power, of the capital stock of (1) the surviving or resulting corporation; or (2) if the surviving or resulting corporation is a wholly owned subsidiary of another corporation immediately following such merger or consolidation, the parent corporation of such surviving or resulting corporation; or (ii) the sale, lease, transfer, exclusive license or other disposition, in a single transaction or series of related transactions, by the Corporation or any subsidiary of the Corporation of all or substantially all the assets of the Corporation and its subsidiaries taken as a whole or the sale or disposition (whether by merger, consolidation or otherwise) of one or more subsidiaries of the Corporation if substantially all of the assets of the Corporation and its subsidiaries taken as a whole are held by such subsidiary or subsidiaries, except where such sale, lease, transfer, exclusive license or other disposition is to a wholly owned subsidiary of the Corporation. The Corporation shall not have the power to effect a Deemed Liquidation Event referred to in provision 3(b)(i) above, unless the agreement or plan of merger or consolidation for such transaction provides that the consideration payable to the stockholders of the Corporation shall be allocated



among the holders of capital stock of the Corporation in accordance with this Subsection 3.

4. Conversion Rights. Subject to any limitations on the right of the Series B Preferred Stock to convert into shares Common Stock, the Series B Preferred Stock shall have the following conversion rights:

(a) *Conversion.* Subject to and upon compliance with the requirements of this provision 4, the Series B Preferred Stock shall have the right at the option of the holder thereof at any time to convert each share of Series B Preferred Stock into fully paid and non-assessable shares of Common Stock at the ratio equal to the Stated Value of a share of Series B Preferred Stock divided by the Market Value (as defined in provision 8, below) of a share of Common Stock at the time of such conversion (the "Conversion Rate"), subject to adjustment as set forth herein.

(b) *Mechanics of Conversion.* The holder of any shares of Series B Preferred Stock may exercise the conversion right specified in provision 4(a) above by surrendering to the Corporation or any transfer agent of the Corporation the certificate or certificates for the shares to be converted, accompanied by written notice ("Notice") specifying the number of shares to be converted and computation of the number of shares of Common Stock into which they are to be converted. Conversion shall be deemed to have been effected on the date when delivery of notice of an election to convert is made and such date is referred to herein as the "Conversion Date". As soon as practicable the Notice, the Corporation shall issue and deliver to or upon the written order of such holder a certificate or certificates for the number of full shares of Common Stock to which such holder is entitled and a check or cash with respect to any fractional interest in a share of Common Stock as provided in provision 7, below. The person in whose name the certificate or certificates for Common Stock are to be issued shall be deemed to have become a holder of record of such Common Stock on the applicable Conversion Date. Upon conversion of only a portion of the number of shares covered by a certificate representing shares of Series B Preferred Stock surrendered for conversion, the Corporation shall issue and deliver to or upon the written order of the holder of the certificate so surrendered for conversion, at the expense of the Corporation, a new certificate covering the number of shares of Series B Preferred Stock representing the unconverted portion of the certificate so surrendered.

(c) *Conversion Rate Adjustments.* The Conversion Rate shall be subject to the following adjustment provisions.

(1) *Adjustments for Dividends, Reclassifications, etc.* In case the Corporation shall declare a dividend or make a distribution on its outstanding shares of Common Stock in shares of Common Stock, the Conversion Rate in effect at the time of the record date for such dividend or distribution or of the effective date of such subdivision, combination or reclassification shall be adjusted so that it shall equal the price determined by multiplying the Conversion Rate by a fraction, the numerator of which shall be the number of shares of Common Stock outstanding after giving effect to such action, and the denominator of which shall be the number of shares of Common Stock outstanding immediately prior to such



action. Such adjustment shall be made successively whenever any event listed above shall occur.

(2) *Adjustment for Reorganization, Consolidation and Merger.* In case of any reorganization of the Corporation (or any other corporation the stock or other securities of which are at the time receivable on the conversion of the Series B Preferred Stock) after the date that the first share of Series B Preferred Stock is issued (the "Initial Issuance Date"), or in case, after such date, the Corporation (or any such other corporation) shall consolidate with or merge into another corporation or entity or convey all or substantially all its assets to another corporation or entity, in which the Common Stock (but not the Series B Preferred Stock) is converted into or exchanged for securities, cash or other property, then, following any such reorganization or merger, each share of Series B Preferred Stock shall thereafter be convertible in lieu of the Common Stock into which it was convertible prior to such event into the kind and amount of securities, cash or other property which a holder of the number of shares of Common Stock of the Corporation issuable upon conversion of one share of Series B Preferred Stock immediately prior to such reorganization or merger would have been entitled to receive pursuant to such transaction; and, in such case, appropriate adjustment (as determined in good faith by the Board of Directors of the Corporation) shall be made in the application of this provision 4(c)(2) with respect to the rights and interests thereafter of the holders of the Series B Preferred Stock, to the end that the provisions set forth in this provision 4(c)(2) (including provisions with respect to changes in and other adjustments of the Conversion Rate) shall thereafter be applicable, as nearly as reasonably may be, in relation to any securities or other property thereafter deliverable upon the conversion of the Series B Preferred Stock. For the avoidance of doubt, nothing in this provision 4(c)(2) shall be construed as preventing the holders of Series B Preferred Stock from seeking any appraisal rights to which they are otherwise entitled under the Florida Business Corporation Act in connection with a merger triggering an adjustment hereunder, nor shall this provision 4(c)(2) be deemed conclusive evidence of the fair value of the shares of Series B Preferred Stock in any such appraisal proceeding.

(3) *Adjustment for Stock Splits and Combinations.* If the Corporation shall at any time or from time to time after the Initial Issuance Date effect a subdivision of the outstanding Common Stock, the Conversion Rate in effect immediately before that subdivision shall be proportionately decreased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be increased in proportion to such increase in the aggregate number of shares of Common Stock outstanding. If the Corporation shall at any time or from time to time after the Initial Issuance Date combine the outstanding shares of Common Stock, the Conversion Rate in effect immediately before the combination shall be proportionately increased so that the number of shares of Common Stock issuable on conversion of each share of such series shall be decreased in proportion to such decrease in the aggregate number of shares of Common Stock outstanding. Any adjustment under this subsection shall become effective at the close of business on the date the subdivision or combination becomes effective.

(4) *Minimum Adjustment.* No adjustment in the Conversion Rate shall be required unless such adjustment would require an increase or decrease of at least one percent (1%) in such rate; provided, however, that any adjustments which by reason of this provision 4(c)(4) are not required to be made shall be carried forward and taken into account in any subsequent adjustment required to be made hereunder. All calculations under this provision 4(c)(4) shall be made to the nearest cent or to the nearest one-hundredth of a share, as the case may be. Anything in this provision 4(c)(4) to the contrary notwithstanding, the Corporation shall be entitled, but shall not be required, to make such changes in the Conversion Rate, in addition to those required by this provision 4(c)(4), as it shall determine, in its sole discretion, to be advisable in order that any dividend or distribution in shares of Common Stock, or any subdivision, reclassification or combination of Common Stock, hereafter made by the Corporation shall not result in any federal income tax liability to the holders of Common Stock or securities convertible into Common Stock.

(5) *Notices.* Whenever the Conversion Rate is adjusted, as herein provided, the Corporation shall promptly but no later than ten (10) days after any request for such an adjustment by the holder, cause a notice setting forth the adjusted Conversion Rate and adjusted number of shares of Common Stock issuable upon conversion of Series B Preferred Stock, and, if requested, information describing the transactions giving rise to such adjustments, to be mailed to the holders at their last addresses appearing on the Corporation's records, and shall cause a certified copy thereof to be mailed to its transfer agent, if any. The Corporation may retain a firm of independent certified public accountants selected by the Board of Directors (who may be the regular accountants employed by the Corporation) to make any computation required by this provision 4(c)(5), and a certificate signed by such firm shall be conclusive evidence of the correctness of such adjustment.

(6) *Receipt of Stock other than Common Stock.* In the event that at any time, as a result of an adjustment made pursuant to this provision 4(c)(6), the holder of Series B Preferred Stock thereafter shall become entitled to receive any shares of the Corporation, other than Common Stock, thereafter the number of such other shares so receivable upon conversion of Series B Preferred Stock shall be subject to adjustment from time to time in a manner and on terms as nearly equivalent as practicable to the provisions with respect to the Common Stock contained herein.

(7) *Continuation of Rate and Number of Preferred Stock.* Irrespective of any adjustments in the Conversion Rate or the number or kind of shares purchasable upon conversion of Series B Preferred Stock, Series B Preferred Stock theretofore or thereafter issued may continue to express the same price and number and kind of shares as are stated in the Series B Preferred Stock initially issuable pursuant to this Articles of Amendment.

5. Voting Rights. The Series B Preferred Stock shall not be entitled to vote upon matters which holders of the Common Stock and other series and class of preferred stock have the right to vote. Notwithstanding the foregoing, this Amended Articles of Incorporation shall not be amended in any manner that could adversely affect the rights, privileges and preferences of the Series B



Preferred Stock without the consent of a majority of the then-outstanding shares of Series B Preferred Stock.

6. Reservation of Shares; Costs; Approvals; etc.

(1) *Reservation of Shares.* The Corporation shall reserve at all times so long as any shares of Series B Preferred Stock remain outstanding, free from preemptive rights, out of its treasury stock (if applicable) or its authorized but unissued shares of Common Stock, or both, solely for the purpose of effecting the conversion of the shares of Series B Preferred Stock, sufficient shares of Common Stock to provide for the conversion of all outstanding shares of Series B Preferred Stock (including taking into account adjustments pursuant to provision 3, above). All shares of Common Stock which may be issued upon conversion of the shares of Series B Preferred Stock will upon issuance by the Corporation be duly and validly issued, fully paid and non-assessable and free from all taxes, liens and charges with respect to the issuance thereof, and the Corporation shall take no action which will cause a contrary result (including without limitation, any action which would cause the Conversion Rate to be less than the par value, if any, of the Common Stock).

(2) *Costs.* The Corporation shall pay all documentary, stamp, transfer or other transactional taxes attributable to the issuance or delivery of shares of Common Stock upon conversion of any shares of Series B Preferred Stock; provided that the Corporation shall not be required to pay any taxes which may be payable in respect of any transfer involved in the issuance or delivery of any certificate for such shares in a name other than that of the holder of the shares of Series B Preferred Stock in respect of which such shares are being issued.

(3) *Approvals.* If any shares of Common Stock to be reserved for the purpose of conversion of shares of Series B Preferred Stock require registration with or approval of any governmental authority under any federal or state law before such shares may be validly issued or delivered upon conversion, then the Corporation will in good faith and as expeditiously as possible endeavor to secure such registration or approval, as the case may be. If, and so long as, any Common Stock into which the shares of Series B Preferred Stock are then convertible is listed on any national securities exchange or on the NASDAQ National Market System or NASDAQ Small Cap Market, the Corporation will, if permitted by the rules of such exchange or NASDAQ, list and keep listed on such exchange or NASDAQ, upon official notice of issuance, all shares of such Common Stock issuable upon conversion.

7. No Fractional Shares. If the number of shares of Common Stock issuable upon the conversion of Series B Preferred Stock results in any fractional shares, the Corporation shall not be required to issue fractions of shares, upon conversion of the Preferred Stock or otherwise, or to distribute certificates that evidence fractional shares. With respect to any fraction of a share called for upon any conversion hereof, the Corporation shall pay to the holder an amount in cash equal to such fraction multiplied by the Market Value of such fractional share.

8. Determination of Market Value. The "Market Value" for purposes of provisions 4(a) and 7 means:



(i) If the Common Stock is listed on a national securities exchange or admitted to unlisted trading privileges on such exchange or listed on the NASDAQ National Market System or NASDAQ Small Cap Market, the current market value shall be the average of the last reported sale prices of the Common Stock on such exchange for the ten (10) trading days prior to the date of conversion of Series B Preferred Stock; provided that if no such sale is made on a day within such period or no closing sale price is quoted, that day's market value shall be the average of the closing bid and asked prices for such day on such exchange or system; or

(ii) If the Common Stock is traded in the over-the-counter market (other than the NASDAQ National Market System) or admitted to unlisted trading privileges, the current market value shall be the mean the average of the last reported bid and asked prices reported by the National Quotation Bureau, Inc. for the ten (10) trading days prior to the date of the conversion of the Series B Preferred Stock; or

(iii) If the Common Stock is not so listed or admitted to unlisted trading privileges and bid and asked prices are not so reported, the current market value shall be an amount determined in a reasonable manner by the Board of Directors of the Corporation, based on an independent third party valuation.

9. Status of Converted Stock. In the event any shares of Series B Preferred Stock shall be converted as contemplated hereby, the shares so converted shall be cancelled, shall return to the status of authorized but unissued shares of preferred stock without preferences, limitations, and relative rights, such being subject to the determination of the board of directors in accordance with §607.0602, Fla. Stat., and shall not be reissuable by the Corporation as Series B Preferred Stock.

Two Hundred (200) shares of Series C Preferred Stock, each share of which shall have a par value of \$0.001 per share, super voting rights in pari passu with all other outstanding voting securities with respect to all matters submitted to the stockholders of the Corporation for approval, the number of votes which each share is entitled to cast being determined by adding together the number of shares of issued and outstanding common stock and the number of shares of issued and outstanding preferred stock (or, if entitled to cast more than one vote per share, the number of votes such preferred stock is authorized to cast), not including the Series C Preferred Stock, plus one share, divided by the number of shares outstanding of the Series C Preferred Stock; provided that any fractional vote shall be rounded up to one full vote.

Eighty-nine Million Nine Hundred Ninety-nine Thousand Five Hundred (98,999,500) Shares of Preferred Stock of which the board of directors may determine in accordance with §607.0602, Fla. Stat., in whole or in part and from time to time, the preferences, limitations, and relative rights (within the limits set forth in §607.0601, Fla. Stat.) the class of shares or series of shares within a class before the issuance of any shares of that class or series, the distinguishing designation of each class or series; provided that all shares of a series must have preferences, limitations, and relative rights identical with those of other



shares of the same series and, except to the extent otherwise provided in the description of the series, of those of other series of the same class; and provided, further, that before issuing any shares of a class or series created under this section, the corporation must deliver to the Department of State for filing articles of amendment as provided in §607.0602, Fla. Stat., which shall be effective without shareholder action.

Lost or Stolen Certificates. Upon receipt by the Corporation of evidence of the loss, destruction, theft or mutilation of any certificates representing outstanding shares of Common Stock or Preferred Stock of the Corporation (the "Certificates") and (in the case of loss, theft or destruction) of indemnity or security reasonably satisfactory to the Corporation, and upon surrender and cancellation of the Certificates, if mutilated, the Corporation shall execute and deliver new certificates of like tenor and date in replacement thereof.

The date of adoption of the amendment as of November 13, 2015.

Adoption of Amendment(s): The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

 , 
dated November 13, 2015

David N. Fuselier
Chief Executive Officer authorized hereunto